

Regular Session Board Meeting Minutes for February 27, 2021

STAR ISLAND CORPORATION Regular Session of the Board of Directors

MEETING MINUTES

February 27, 2021 at 7:00 pm EST
Via Zoom

Members in Attendance:

Kyle Belmont
Patricia Coleman (ISAUU President)
Tom Coleman (Vice President of the Board)
Erik Cordes
Nick Dembsey (President of the Board)
Leon Dunkley
Debbie Duval
Tom Kennedy
Jeff Loewer (Treasurer)
Keri Mattaliano (SIUCC President)
Mary Trudeau (Clerk)
Arlyn Weeks
Louise Williams

Absent:

Other:

Joe Watts (CEO)
Celeste Magliocchetti (Pel Liaison to the Board)
Topher Soltys (incoming Board member)
Elizabeth Erickson (incoming Board member)
Lucia Green-Weiskel (incoming Board member)

Opening Words:

Erik Cordes spoke fondly of his nine year tenure on the Board, noting that this weekend represented his final retreat as a Board member. He ended his remarks by noting that he was ending his Board experience convinced that another 100 years was possible for Star Island.

Call to Order – Nick Dembsey called the meeting to order at approximately 11:06 am.

Executive Session

Upon a motion duly made and seconded, the Board

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VOTED to enter Executive Session to approve the Executive Session Minutes of January 19, 2021 and to discuss Appledore Island and the Bringer of Light Award.

The Board returned to regular session at approximately 11:30 am, and Celeste Magliocchetti rejoined the meeting.

ACTION ITEMS

Based on a motion duly made and seconded, the Board

VOTED to approve the Minutes of the regular session of the January 19, 2021 meeting, as amended by members prior to this meeting.

REPORTS

CEO Report

Joe Watts provided updates to his written report, and reviewed some of the summer planning currently being done by staff. Joe noted that using temporary tents is problematic, due to concerns with stability and fire prevention, and the staff is considering the construction of a “pavilion” near the grill.. Noting that the appearance would be reminiscent of the Summer House, Joe explained that preliminary discussions with the Strategic Facilities Planning Committee exposed some shorter-term concerns, but was generally supportive of the concept. It was noted that there were lessons to be learned from the recent reconstruction of Brookfield/Rutledge Marine Lab. The need to plan for climate change was also discussed, and it was noted that the US Army Corps of Engineers is planning on repairing Gosport Harbor’s breakwaters in 2022.

Beloved Community Project Update

Joe reported on the recent Rooting Out Racism programming for senior staff, Board members, and Beloved Community Project Task Force members. He noted that a subset of 14 people will be offered additional training, beyond the initial two sessions, and that this will serve as a springboard for expanding the existing task force. Joe noted that a resource guide for conference leadership has been in development for several months, is expected to be released at the March 16 conference leadership meeting. It was noted that momentum has developed with the preparation of this resource guide, and Joe expressed his appreciation to all involved with its development.

Treasurer’s Report

Jeff Loewer provided his report, noting that the draft year end financials are strong, with the island finishing the year ahead of our earlier projections. He stated that the careful budgeting by staff; the NH Nonprofit Emergency Relief Fund Grant; and the PPP Loan forgiveness all contributed to the strong showing. Jeff reported that the Finance Committee has met to set goals for the upcoming year, and that Sarah Iselin will be chairing a subcommittee charged with

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establishing criteria for assessing the vendors and consultants who do business with the SIC, in terms of how they align with our mission and values.

Pel Report

Celeste Magliocchetti noted that planning for the various opening scenarios has been time consuming and complicated. Mary Trudeau asked whether the scenarios model paying the Pel contracts through the summer, in case of an early closing. Topher Soltys noted that mental health of our staff is a corporate responsibility. Kyle Belmont noted the “strangeness” of a summer crew who never went on island in 2020, and asked Celeste whether the community was still connecting. Celeste noted that communication has continued, albeit via virtual conversations and meeting spaces. Leon asked whether the SIC should proceed with “2 way contracts” to hire staff and wondered how this type of contract would impact our messaging to conferees and others.

Based on a motion duly made and seconded, the Board

VOTED to accept the CEO, Treasurer, and Pel reports

ACTION ITEMS

Committee on Appointments

Tom Coleman presented the Committee on Appointments report.

The Committee on Appointments recommends the following appointments by the Board:

Finance Committee: Kelly Schnur to be appointed to a second three-year term beginning (retroactively) in January 2021.

Fund Development Committee: recommend that Rev. Dan Hotchkiss transition to Advisor. One role remains open on this committee until further discussions can happen later this year.

Based on a motion duly made and seconded, the Board

VOTED to approve the appointments suggested by the Committee on Appointments

The Committee on Appointments recommends that the Board propose the following candidates for the Nominating Committee at the next Annual Meeting of the Star Island Corporation (to be voted on by the members) consistent with the SIC bylaws:

Rodney Lowe and Nick Dembsey to each continue on the Committee for second three-year terms.

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Based on a motion duly made and seconded, the Board

VOTED to present Rodney Lowe and Nick Dembsey as candidates for a second term to the Nominating Committee at the next Annual Meeting.

The Committee also provided the following information to the Board:

The CoA informs the Board of the following appointments made and approved by the CEO:

Rutledge Marine Lab Committee: recommend Arthur Eves to join the committee in 2021 for a first three-year term, and step into the Chair role.

Health Committee: recommend the following Advisors for 2021: Iyabo Obasanjo, Deb Sampson, and Marlene Smurzynski.

Conference Services Committee: Ken Swanson to continue as Advisor in 2021.

Outreach and Engagement Committee: recommend Phill West be appointed to a second three-year term effective immediately.

Joe noted that he had not approved the appointments for operating committees noted by the Committee on Appointments, and said he would follow up with the committee to improve this process moving forward.

Board Directory

Joe asked all board members to review the directory included in the meeting materials, and to notify Kate Brady if any of their contact information needs to be updated.

Resident Agent

Nick Dembsey noted that with the resignation of Mary Trudeau, as Clerk of the SIC, and the assumption that the next Clerk would not be a resident of the Commonwealth of Massachusetts, the SIC will need to find a new “resident agent.”. He recommended that the Board approve SIC’s law firm as our new resident agent.

Based on a motion duly made and seconded, the Board

VOTED to duly appoint the law firm of McLane Middleton, or an office thereof, as Star Island Corporation’s resident agent in the Commonwealth of Massachusetts, effective May 1, 2021, until such time as SIC terminates such an appointment.

DISCUSSION ITEMS

Special Nominating Committee Update

Nick Dembsey and Arlyn Weeks reported that the Special Nominating Committee has recommended that, effective May 1, 2021, the Board vote to approve Tom Coleman as SIC

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President and Debbie Duval as SIC Vice President. It was noted that the ISAUU's First Vice President had filled in for ISAUU's President, Tricia Coleman, during the Special Nominating Committee process.

Nominating Committee Report

Tricia Coleman reported that the Nominating Committee is recommending to membership Elizabeth Erickson; Topher Soltys; and Lucia Green-Weitzel to the Board of Directors of the SIC.

Outreach and Engagement Committee Liaison Report:

Kyle Belmont celebrated the success of efforts over the past year to keep the Shoaler community active. He noted that there were a variety of summer activities, and that the Secret Shoaler effort had 50-60 participants.

Personnel Committee Liaison Report:

Debbie Duval reported on an active and engaged committee. She reminded the Board that the Safe Community Policy continues to be reviewed and updated by the Committee annually. She noted that the Committee fills some of the Human Resources functions, and offers input on benefits and other personnel related issues.

Other Business:

Joe noted that he was surprised by some comments during the previous day's retreat concerning the process of information dissemination. Erik stated that he would like Board members to have better access to the Crisis Response Team's progress, and he asked whether all Board members (beyond those already involved) could participate in that effort. It was also noted that attending Health Committee meetings might be advantageous. Tom Kennedy supported these requests, noting that it is critical for the Board to be able to review the various, evolving scenarios for opening this summer in order to develop specific responses to specific circumstances. Nick suggested that the Crisis Response Team be opened up to all Board members, noting that about half of our Board members have been participating in this effort since its inception.

Joe reminded the Board of their commitment to allow committees to do their work, and he expressed concern that full Board participation in committee meetings could change the tenor of the meetings and the committee's work. The Board decided to be invited, as a whole, to join the Crisis Response Team as active participants, and to allow Board members to attend, but not participate in, Health Committee meetings.

Keri Mattaliano noted that it is important for Board members to understand how the staff feels about the various scenarios for the opening of the island this summer. Joe reported that employees have various comfort levels. He also asked the Board to consider the consequences of not opening the island this upcoming summer. He noted that we are in the business of running a conference center, and we need to consider how we can do so safely this season.

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Meeting Reflections

The Board noted that extending the length of today's meeting was important, as it allowed for productive discussions.

Based on a motion duly made and seconded, the Board

VOTED to adjourn the meeting at 12:55 pm.

Meeting Adjourned.

Submitted by:

Mary Trudeau, Clerk